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November 16, 1998

Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
1919 M Street, N.W.
Room 222
Washington, D.C. 20554

Re: Informal Comments on the MobileMedia Corporation and Arch
Communications Group, Inc. Request for Transfer of Control,
WT Docket No. 97-115 and Report No.

Dear Ms. Salas:

Orbital Communications Corporation ("ORBCOMM"), pursuant to Section 1.41 of the Commission's Rules, hereby submits informal comments on the proposed transfer of control of MobileMedia Corporation ("MobileMedia") to Arch Communications Group, Inc. ("Arch"), and then to a disbursed set of shareholders.^{1/} Orbital has an indirect interest in the proposed transfer of control, insofar as MobileMedia and Arch are also seeking termination of the MobileMedia hearing.^{2/} The principal of a competing Little LEO licensee was implicated in the Hearing Designation Order,^{3/} and termination of the hearing would leave his qualifications to be a Commission licensee unresolved. The Application's *Second Thursday* showing, however, fails to address the relevant standards with respect to this individual.

^{1/} Public Notice, DA 98-2080, released October 15, 1998.

^{2/} Applications for Transfer of Control and Petition to Terminate and for Special Relief, September 2, 1998 (hereafter "Application") at Volume I, pp. 25-32.

^{3/} *MobileMedia Corporation*, 12 FCC Rcd 7927 (1997), recon. in part, 12 FCC Rcd 11861 (1997), clarification granted and recon. denied, 13 FCC Rcd 10634 (1998).

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*Although the Commission on reconsideration eliminated (except for four named individuals) its earlier directive barring FCC licensing with respect to former officers and directors because of suspicions of participation in the licensing irregularities,^{4/} the Commission did not modify in any respect a separate issue in the Hearing Designation Order involving Mr. David A. Bayer -- the issues surrounding the preparation and accuracy of the outside counsel's report that Mr. Bayer verified.^{5/} The Second Thursday showing in the Application addresses only the four named individuals suspected of the original wrongdoing, not the role of Mr. Bayer or the law firms that prepared the allegedly misleading report to the Commission. For example, the Commission does not know whether Mr. Bayer will have any role in the new entity, or whether he will be receiving any other direct or indirect benefits from the transfer.^{6/} It would not be proper to grant the requested termination of the hearing without such a *Second Thursday* showing, however.*

ORBCOMM also objects to the request for waiver of the application fee.^{7/} The Application fails to justify such extraordinary relief, particularly in light of the hundreds of thousands (if not millions) of dollars in legal fees, investment banker fees and bonuses being paid out as part of this transaction. The Commission's filing fees are intended to reimburse the Commission for the cost of processing the applications. In this case, if lawyers and bankers are not waiving their fees, it is not clear why the Commission (and the taxpayers) should be the only ones shouldering this burden.

^{4/} *MobileMedia Corporation*, 12 FCC Rcd. 11861 (1997).

^{5/} *See MobileMedia Corporation*, 12 FCC Rcd 7927 at ¶ 14(b); and *MobileMedia Corporation*, 12 FCC Rcd. 5264 (1997). *See also*, ORBCOMM Opposition to Petition of David A. Bayer, filed July 14, 1997.

^{6/} Likewise, to the extent the law firm that conducted the investigation and prepared the allegedly misleading report has continued to represent MobileMedia and received (and presumably will continue to receive) hundreds of thousands of dollars in fees, it would appear that the firm does not meet the *Second Thursday* tests of (1) having no part in the proposed operations, and (2) deriving no benefit from the transfer.

^{7/} Application at pp. 20-22.

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For the foregoing reasons, ORBCOMM urges the Commission to reject the request to terminate the hearing and to waive the filing fees in connection with the proposed transfer of control.

Sincerely,

A handwritten signature in black ink, appearing to read "Stephen L. Goodman", with a long horizontal flourish extending to the right.

Stephen L. Goodman
Counsel for ORBCOMM

cc: Counsel for MobileMedia and Arch